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*Attorneys for Debtor Perseon Corporation
and Proposed Attorneys for Debtor in Possession*

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF UTAH, CENTRAL DIVISION**

In re:

PERSEON CORPORATION,

Debtor.

Case No. 16-24435

Chapter 11

Chief Judge R. Kimball Mosier

**DECLARATION OF DAVID CHEN
IN SUPPORT OF 363 SALE MOTION**

I, David Chen, hereby declare as follows:

1. I am over the age of 18 and am mentally competent. I make this Declaration (the "Declaration") in support of *Debtor's Motion for Orders Pursuant to 11 U.S.C. §§ 105(a), 363, 364, 365, 503, and 507 and Fed. R. Bankr. P. 6004 and 6007: (I)(A) Authorizing Entry Into and Assumption of Asset Purchase Agreement, (B) Authorizing Bid Protections, (C) Authorizing Bidding Procedures and Auction, and (D) Scheduling Sale Hearing and Approving Notice*

Thereof; (II) Authorizing Sale of Assets; and (III) Granting Related Relief [Docket No. 24] (the “Motion”).¹

2. I am the Executive Chairman of Scion Medical Technologies, LLC (“Scion”), which is the sole owner of MedLink Technologies, LLC (“MedLink”). As such, except as otherwise indicated, all facts set forth in this Declaration are based upon my personal knowledge of the Sale transaction described in the Motion. If called upon to testify as to the content of this Declaration, I could and would do so.

3. I began communicating with Clinton E. Carnell Jr., the CEO of Perseon, about the possible purchase of the Purchased Assets in February of 2016.

4. At that time, Scion began to conduct extensive diligence regarding the assets, which continued until the execution of the APA.

5. Scion has conducted hundreds of hours of due diligence in determining to make a bid for the Perseon assets.

6. Beginning in April 2016, Mr. Carnell and I, both directly and through counsel, engaged in extensive arms-length negotiations to resolve numerous disputed issues surrounding the Sale, which culminated in MedLink’s entry into the APA in May, 2016.

7. I caused MedLink to be formed for the sole purpose of being the Buyer of the Purchased Assets. However, Scion has determined that it prefers to buy the Purchased Assets directly and MedLink has assigned its rights as Buyer under the APA to Scion.

¹ All capitalized terms used herein and not defined shall have the meanings ascribed to them in the Motion.

I declare under penalty of perjury of the laws of the United States that these facts are true to the best of my knowledge and belief.

/s/ David Chen

David Chen